

IC 23-18.1-5

Chapter 5. Limits on Liability

Effective 1-1-2017.

IC 23-18.1-5-1

Liability limited; conditions

Effective 1-1-2017.

Sec. 1. (a) Notwithstanding any other law, the debts, liabilities, and obligations incurred, contracted for, or otherwise existing with respect to a particular series are enforceable against the assets of the series only, and not against the assets of the master limited liability company generally or any other series of the master limited liability company if all the following apply:

- (1) The operating agreement so provides.
- (2) The operating agreement of the master limited liability company establishes or provides for the establishment of one (1) or more series.
- (3) The records maintained for the series account for the assets associated with the series separately from the other assets of the master limited liability company and any other series of the master limited liability company.
- (4) Notice of the limitation on liabilities of a series as referenced in this subsection is set forth in the articles of organization of the master limited liability company.
- (5) The master limited liability company has filed articles of designation for each series that is to have limited liability under this section.

(b) Unless otherwise specifically provided in the operating agreement, the debts, liabilities, obligations, and expenses incurred, contracted for, or otherwise existing with respect to:

- (1) the master limited liability company generally are not enforceable against the assets of a particular series; or
- (2) any series of the master limited liability company are not enforceable against the assets of any other series of the master limited liability company.

As added by P.L.170-2016, SEC.19.

IC 23-18.1-5-2

Holding of assets; accounting for assets separately

Effective 1-1-2017.

Sec. 2. (a) Assets associated with a series may be held directly or indirectly, including in the name of the series, in the name of the master limited liability company, through a nominee, or otherwise.

(b) Records maintained for a series that reasonably identify its assets, including by:

- (1) specific listing;
- (2) category;
- (3) type;

- (4) quantity;
- (5) computational or allocational formula or procedure, including a percentage or share of any asset or assets; or
- (6) any other method under which the identity of the assets is objectively determinable;

is considered to account for the assets associated with the series separately from the other assets of the master limited liability company or any other series of the master limited liability company.

As added by P.L.170-2016, SEC.19.

IC 23-18.1-5-3

Notice of limitation on liabilities established

Effective 1-1-2017.

Sec. 3. The fact that:

- (1) the articles of organization of a master limited liability company contain the notice of the limitation on liabilities of a series as required by section 1 of this chapter; and
- (2) articles of designation for the series are on file with the office of the secretary of state;

constitutes notice of the limitation on liabilities of a series.

As added by P.L.170-2016, SEC.19.